

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

STATE OF NEW YORK, *et al.*,

Plaintiffs

v.

MICROSOFT CORPORATION,

Defendant.

Civil Action No. 98-1233 (CKK)

ORDER

Plaintiffs States of New York, Ohio, Illinois, Kentucky, Louisiana, Maryland, Michigan, North Carolina, and Wisconsin (the "Settling States") and Defendant Microsoft Corporation ("Microsoft") have entered into a Stipulation dated November 6, 2001, that, among other things, contemplates the filing and entry of a Final Judgment in this action, and in the related action entitled *United States of America v. Microsoft Corporation*, Civ. Action No. 98-1232 (CKK), after compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16. This Stipulation is presently pending before the Court and no Final Judgment has been entered as a result of the Stipulation. Although the Court has made no determination with regard to the Stipulation and proposed Final Judgment, Microsoft has agreed to pay the attorneys' fees and expenses of the Settling States in the amounts to be determined by the procedures agreed to between Microsoft and the Settling States pursuant to letters dated November 8, 2001, between Doreen C. Johnson and Thomas W. Burt; dated November 16, 2001, between Jay L. Himes and Charles R. Rule; and dated December 18, 2001, between Jay L. Himes and Thomas W. Burt

(collectively the "Fee Letters"). This fee agreement is not contingent upon the Court's approval of the proposed Final Judgment.

Upon the consent¹ and request of the Settling States and Microsoft, it is this 20th day of January, 2002, hereby

ORDERED that Microsoft shall pay the attorneys' fees and expenses of the Settling States pursuant to the Fee Letters; and it is further

ORDERED that such attorneys' fees and expenses shall be used by the Attorney General of a Settling State for one or more of the following purposes to be chosen at his or her sole discretion:

1. costs and expense incurred in connection with administering the Proposed Final Judgment; and/or
2. antitrust or consumer protection enforcement by the Attorney General of each Settling State; and/or
3. deposit into a state antitrust, consumer protection or other state attorney general account (e.g. revolving trust account), for use in accordance with the state laws governing that account; and/or
4. otherwise deposit into a state account for use in accordance with state law.

SO ORDERED.

COLLEEN KOLLAR-KOTELLY
United States District Judge

¹On file with the Court is a copy of the parties' proposed order, signed by counsel for the Settling States and for Microsoft.